



GOLDSEKER FOUNDATION

ANNUAL REPORT

2016



CHAIRMAN'S MESSAGE



The Goldseker Foundation was created through the generosity and foresight of Morris Goldseker (1898–1973). Since the original bequest of \$11 million from his estate in 1975, the Goldseker Foundation has granted \$97 million to more than 580 nonprofit organizations and projects in the Baltimore metropolitan area.

This year brought seismic leadership changes as Baltimore City elected a new chief executive in the first mayoral campaign without an incumbent since 1999. Maryland's senior senator, the longest serving woman in the history of the United States Congress, retired after a remarkable 40-year tenure. And in perhaps the most divisive national election of my lifetime, the country elected a president with a business background who embraces a business-like approach to governing.

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As national leaders begin confronting a myriad of challenges, civic leaders have a duty to remain apolitical and diligently focused on forging consensus around actionable strategies that both protect the welfare of the most vulnerable among us and promote public safety. These challenges have enormous consequences for Baltimore, a city beset by endemic poverty and violence. Tragically, the change in mayoral administrations was precipitated by the civic unrest of 2015, which ushered in a resurgence of violence that has shown no signs of abating. The national election marked a very clear change in direction for the country, and there remain incredible uncertainty and anxiety about how new priorities will be pursued and policies carried out, with what speed or delay, and what they will mean for vulnerable populations. This volatility has left me particularly mindful of the need for stable and resilient civic institutions and the importance of supporting their work through effective grant-making.

As executor of Morris Goldseker's will and chairman of the board, in 1975, I started to attend Council on Foundation seminars to educate myself, as I prepared to launch the Goldseker Foundation. I was exposed to different approaches to philanthropy from across the country, including community foundations and regional associations of grant-makers, two areas where there were then glaring gaps in Baltimore's nascent philanthropic sector. After some due

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diligence, I discovered that Baltimore's first local community foundation had recently been created in 1972 and was being operated out of the old Mercantile Bank Building on Calvert Street. I was soon invited to join a small, fledgling board that included local luminaries like Herb Katzenberg, Robert Levi, Joseph Meyerhoff, and Jim Rouse. The paths of the Goldseker Foundation and the Baltimore Community Foundation (BCF) soon became intertwined, a collaboration that has continued to benefit our institutions over four decades.

The assets entrusted to foundations like Goldseker and the BCF create an incredible responsibility and require careful stewardship. Despite the urgency of seemingly limitless deserving requests, foundation leaders who marshal resources and strategically apply them in sustainable ways are best positioned to grow a perpetual endowment and achieve a lasting impact. I continue to marvel at the fact that over 40 years, an original \$11 million bequest to the Goldseker Foundation has grown to approximately \$100 million, and these assets have been responsible for almost another \$100 million in grants to deserving Baltimore institutions.

This year marks my 38th and final year of active service as a trustee for the BCF Board of Directors. The end of my tenure happened to come as the BCF completed a multiyear capital campaign that raised more than \$100 million to support the organization's work and benefit Baltimore. More than 250 donors made gifts ranging from \$10,000 to

\$16 million, including 28 gifts of \$1 million or more. I've witnessed the BCF come a long way since its modest beginnings, and I firmly believe that it has yet an exponential capacity and ability to grow. I have dreams of the BCF corpus one day reaching \$1 billion to amplify further what has already been accomplished. I consider the Goldseker Foundation's efforts to help grow the BCF to be our greatest programmatic legacy. I have always been honored by my association with the BCF and was deeply humbled to be named a trustee emeritus. I look forward to watching the BCF continue to grow and prosper for the benefit of Baltimore for many years to come.

My involvement with the dedicated and civic-minded professionals of the Goldseker Foundation's Board of Directors, investment and advisory selection committees, and staff remains a source of great personal pride. Through the outstanding efforts of the organizations and initiatives we support, the foundation continues the vitally important work of strengthening institutions working so hard on behalf of the people of Baltimore.



Sheldon Goldseker
Chairman
December 2016



PRESIDENT'S MESSAGE

It is gratifying to see first-hand the early-stage convening of neighbors seeking common cause, the transformation of blocks and then whole neighborhoods, new partnerships being forged and strengthened between communities and their schools, and start-up and fledgling nonprofit organizations building capacity and expanding their impact.



Prior to my tenure at the Goldseker Foundation, I had the great privilege to serve 13 years in Baltimore's City Hall and Maryland's State House. For someone who aspired to have a civic role in their hometown and state, I sometimes likened these special opportunities to playing for the Orioles or Ravens.

In city and state government, financing and managing multibillion dollar operations that provide services to millions of citizens can be daunting responsibilities. While most public servants dutifully approached the work with the best of intentions, the scale of the challenges always threatens to overwhelm and cause well-intentioned people to lose sight of how decisions affect the lives of people with very different hopes and needs living in the same communities.

Actually having the time to observe the impact of philanthropy is among the greatest personal rewards of working at a foundation like Goldseker. A manageable number of annual grant awards permits the staff to be in close proximity to the work the foundation funds. It is gratifying to see firsthand the early-stage convening of neighbors seeking common cause, the transformation of blocks and then whole neighborhoods, new partnerships being forged and strengthened between communities and their schools, and startup and fledgling nonprofit organizations building capacity and expanding their impact. Perhaps more important, nearness to the work affords opportunities to develop a deeper understanding of the most critical elements necessary to bring about systemic change.

I have become increasingly convinced that progress is going to require the engagement of many more of our neighbors. Where residents are organized to develop shared goals, grassroots leaders become empowered with the belief that improvement is possible, even in the most challenged communities. It has been the Goldseker Foundation's experience that this work takes time and patience, and while the pace of progress is sometimes uneven, there are clear examples of where this approach is working.

Apart from being transparent about its priorities and practices, the foundation's annual report is an opportunity to highlight the impactful work of our grantees and some of their most promising strategies. It is a long and winding road from initial community organizing, to establishing effective governance structures, to developing actionable improvement plans and achieving results, but it is exciting to see the work of active and engaged citizens playing out in diverse places such as Johnston Square and Southwest and Central Baltimore.

Too often, however, progress is slow to come to some of Baltimore's communities most in need. It is not hard to understand why there would be pervasive feelings of disaffectedness in parts of Baltimore that are disproportionately impacted by poverty and a scarcity of opportunity. The civic unrest experienced by Baltimore in 2015 was a manifestation of those feelings. Tragically, it also ushered in a still-unabated escalation of violence not seen in the city since the 1990s. It was hopelessness about Baltimore's crime and addiction problems (shades of which can be seen in the current opioid epidemic) during that decade that accelerated the erosion of the city's population and tax base and that now again presents enormous risks to the city's future.

Bringing together more community members to help them realize their shared interests and find a collective voice will be critical to confronting these resurgent challenges. Under the leadership of a new mayor, public engagement takes on increasing significance against the backdrop of Baltimore's losing out on long-planned transformational investments in the Red Line and State Center redevelopment projects, efforts that had enjoyed broad community support. These tangible setbacks are compounded by the tremendous local anxiety related to the national election results and the implications for cities such as Baltimore, where barely one in 10 voters supported the President-elect. Our new mayor needs to rally citizens and institutions around a shared, inclusive, and achievable vision for Baltimore's future.

While the foundation will continue to prioritize early and patient investments for basic community organizing and civic engagement, additional strategies are needed. Increasingly, the foundation is aligning its investment practices to ease the flow of capital into underserved communities and is making more extensive use of tools, such as program-related investments and loan guarantees, to better leverage its endowment resources. The foundation's movement in this direction reflected a growing trend within the philanthropic sector to respond more creatively to greater and evolving needs. Now more than ever, our industry needs to pursue new approaches to expand its impact beyond traditional grant-making.



Matthew D. Gallagher
President & Chief Executive Officer
December 2016

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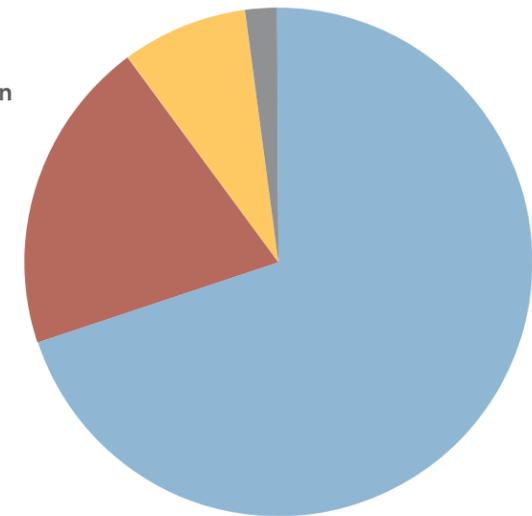


OUR MISSION

Although the focus of the foundation's grant-making has evolved over time, we have always sought to honor Mr. Goldseker's wish that the foundation serve the Baltimore community by investing in its institutions and people. While we stay true to our founder's intent, a foundation established to operate in perpetuity must always adapt to meet the challenges of the times. Today, the Goldseker Foundation works in partnership with the city's civic leadership, a well-established nonprofit sector, and a growing community of social entrepreneurs to serve the Baltimore community, primarily through grant-making in the areas of community development, education, and nonprofit capacity building. At the end of 2016, the foundation held assets of approximately \$96 million.

Total Grants Paid in 2016: \$3.9 million

- Community Development
- Education
- Capacity Building
- Discretionary, Matching, & Direct Program Expenses



For more information about the foundation's history, our grantees, and how to apply, please visit our website, www.goldsekerfoundation.org, or find us on Facebook (www.facebook.com/GoldsekerFdn) and Twitter (@GoldsekerFdn).



HOW WE GO ABOUT IT

The board and staff of the Goldseker Foundation believe Baltimore offers numerous opportunities to put our resources to work to strengthen the city's people, institutions, and economy. We do this through our grant-making; program-related investments to expand access to capital; capacity building of the local nonprofit ecosystem; and the service of our board and staff members in civic leadership roles on local boards, commissions, and task forces.

In the education sector, our grant-making is guided by the conviction that strong schools are the anchors of strong communities. Similar to our community development grant-making, we look for organized school communities and leaders with a vision to either expand successful school models or increase enrollment in high performing schools.

Our grant-making focuses on community development and education in Baltimore. We know that early and patient support for the evolving needs of communities lays the groundwork to achieve incremental progress that can eventually lead to transformational change. Support for early stage community organizing can seed the emergence of new community development entities, such as the Central Baltimore Partnership and the Southwest Partnership, capable of spearheading new development in disinvested neighborhoods.

The foundation made its first grants for community organizing in Central Baltimore over a decade ago. Since that time, the resulting partnership of residents, property owners, and more than 80 institutions has realized key transformative projects, such as the renovation of the Centre Theater and The Motor House, along with the development of the Baltimore Design School and City Arts Apartments, among many others. A new \$10 million Central Baltimore Future Fund, announced in 2016, provides loans to developers and building owners who are seeking to build or restore high-impact projects.

In Southwest Baltimore, seven neighborhoods and six institutions are working together on a shared vision to build a diverse, cohesive community of choice. In addition to community events that regularly attract hundreds of neighbors and business owners, initial successes include a partnership with the Mayor's Office of Employment Development to launch Southwest Works, a single point of contact for anchor institutions and other employers to recruit area residents for available jobs.

In the education sector, our grant-making is guided by the conviction that strong schools are the anchors of strong communities. As with our community development grant-making, we look for organized school communities and leaders with a vision to either expand successful school models or increase enrollment in high-performing schools. We know that increasing the number of high-quality educational opportunities in Baltimore will be incremental, but for the 700 students at Brehms Lane Elementary in Belair-Edison, now under the leadership of Afya Baltimore thanks to two years of community-planning support with a grant from the foundation, the impact could be transformative.



Also in 2016, the Northeast Neighborhood-School Partnership—created with foundation funding in 2009 to a traditional neighborhood zoned school (Hamilton Elementary Middle School), a public charter school (City Neighbors Charter School), and a parochial school (St. Francis of Assisi School)—expanded to include a new partner. Garrett Heights Elementary Middle School received a grant from the foundation for program design and training in the Montessori method for public schools. The vision for Garrett Heights’ transformation came from an organized school community that has spent the last several years building PTO leadership and community participation.

At the high school level, the foundation provided seed funding to bring the Bard High School Early College model to Baltimore, in the form of funding for enrollment outreach prior to opening in 2015 and then operating subsidy in its second year of classes in 2016–17. This early college program, where students earn both a high school diploma and credits toward an Associate’s Degree, expands the number and variety of high-quality high school choices available to Baltimore City students.

In recent years, the foundation has also sought opportunities to put our endowment to work in Baltimore, growing our portfolio of loan guarantees and program-related investments. Goldseker’s

board and staff have set new goals for mission- and program-related investment and guarantee activities that roughly equal the value of the foundation’s annual grant-making budget. One prominent example involved joining with other Baltimore-area foundations to invest in the Propel Baltimore Fund, a \$4 million venture fund that targets high-growth, early-stage companies willing to establish headquarters in Baltimore. Goldseker is also a founding guarantor of the Central Baltimore Future Fund, a \$10 million lending initiative designed to provide loans to developers and building owners seeking to undertake high-impact projects. Finally, the foundation’s investment committee is starting to consider the sustainability practices of the companies in which Goldseker invests. We undertake these efforts with great care and due diligence, given the fiduciary responsibility to safeguard the foundation’s assets.

The way nonprofit organizations do business is evolving too, and with that change, the foundation’s capacity-building work continues to expand. Management Assistance Grants offer well-established nonprofit organizations modest grants to invest in organizational development. In 2016, we awarded 17 Management Assistance Grants totaling \$285,500. In addition to our MAG program, we look for ways to invest in people with innovative ideas about community development. Programs such as

Baltimore Corps, Venture for America, and Ours to Own provide platforms for talented people to drive social innovation that has the potential to transform Baltimore for the better. These programs and their leaders are bringing energy and innovation to the nonprofit ecosystem in Baltimore.

A foundation’s assets are not just financial. Increasingly, the foundation devotes board and staff time to support the work of our partners in the nonprofit and public sectors. Our board chairman served as founding president of the Association of Baltimore Area Grantmakers and dedicated 38 years of service on the board of the Baltimore Community Foundation. Our CEO serves on the boards of Maryland Citizens for the Arts, Baltimore Corps, and Catholic Charities of Maryland, and our program officer serves on the boards of the Association of Baltimore Area Grantmakers and Live Baltimore. Through these civic leadership positions, we commit our human resources to the places where innovative policy ideas are being discussed and the hard work of strengthening the city is being done.

Looking forward, we know that transformational change comes from within communities. Our role as grant-makers, investors, and partners is to be nimble and responsive to the evolving needs of communities, delivering the right resources at the right time, whether grants, program-related investments, or staff time and support.

The board and staff of the Goldseker Foundation believe Baltimore offers numerous opportunities to put our resources to work to strengthen the city’s people, institutions, and economy. We do this through our grant-making; program-related investments to expand access to capital; capacity building of the local nonprofit ecosystem; and the service of our board and staff members in civic leadership roles on local boards, commissions, and task forces.



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OUR GRANT-MAKING IN 2016

Dollar amounts below reflect grants paid in 2016.

Community Development

The Associated: Jewish Community Federation of Baltimore \$200,000
Audubon Maryland-DC \$20,000
Baltimore Arts Realty Corporation \$50,000
Baltimore Community Foundation \$220,000
Baltimore Corps \$100,000
Baltimore's Promise Collaborative \$75,000
Baltimoreans United in Leadership Development (BUILD) \$50,000
Belair-Edison Neighborhoods, Inc. \$85,000
Bikemore \$30,000
Bromo Tower Arts & Entertainment District \$50,000
Center for Community Progress's Reclaiming Vacant Properties Conference \$5,000
Central Baltimore Partnership \$150,000
Central Maryland Transportation Alliance \$45,000
Charles Village Community Benefits District \$60,000
Citizens Planning and Housing Association \$25,000
Community Law Center \$30,000
Comprehensive Housing Assistance, Inc. \$100,000
Creative Alliance \$20,000
Downtown Baltimore Family Alliance \$25,000
Friends of Patterson Park \$30,000
Hamilton-Lauraville Main Street \$60,000
Healthy Neighborhoods \$100,000
Historic East Baltimore Community Action Coalition \$35,000
Humanim \$50,000
Impact Hub Baltimore \$80,000
Invested Impact \$75,000
Jubilee Baltimore \$100,000

Light City Baltimore (BOPA) \$15,000
Live Baltimore \$100,000
Mount Lebanon Baptist Church \$15,000
No Boundaries Coalition \$60,000
Ours to Own \$50,000
Pigtown Main Street \$17,500
Sharebaby Inc. \$30,000
Southeast Community Development Corporation \$100,000
Southwest Partnership \$115,000
Strong City Baltimore \$200,000
TRF Development Partners \$50,000
University of Maryland School of Social Work Community Outreach Service \$34,500
Venture for America \$75,000

Education

Afya Baltimore \$50,000
Bard High School Early College Baltimore \$25,000
Calvin Rodwell Elementary School \$30,000
City Neighbors Charter School \$30,000
Francis Scott Key Elementary Middle School \$31,000
Fund for Educational Excellence \$23,500
Garrett Heights Elementary Middle School \$30,300
Hamilton Elementary Middle School \$30,000
Ingenuity Project \$30,000
Johns Hopkins University \$200,000
Morgan State University \$200,000
Southeast Youth Jobs Collaborative \$21,000
St. Francis of Assisi School \$30,000
Student Opportunities, Inc. \$25,000
Utah Film Center \$23,000

Nonprofit Capacity Building

Baltimore Green Space \$15,000
Baltimore Symphony Orchestra \$13,500
Baltimore Urban Debate League \$10,000
Bon Secours Community Works \$15,000
Comprehensive Housing Assistance Inc. \$12,000
FreeState Legal Project \$15,000
Friends of Patterson Park \$13,500
Govans Ecumenical Development Corporation \$20,000
Holistic Life Foundation \$20,000
Inner Harbor Project \$21,000
Institute of Islamic, Christian, and Jewish Studies \$15,000
Lillie May Carroll Jackson Charter School \$26,000
Maryland Alliance of Public Charter Schools \$15,000
Medical Education Resources Initiative for Teens (MERIT) \$14,500
Parks & People Foundation \$25,000
Roberta's House \$20,000
Wide Angle Youth Media \$15,000

Direct Program Expenses

Direct program expenses of \$38,315 supported consulting services for the foundation's priority initiatives, membership dues, and related expenses associated with the foundation's grant-making.

Discretionary and Matching

In addition to our regular grant-making, the Goldseker Foundation contributed \$55,000 to 28 Baltimore area nonprofits through discretionary grant-making and our board and staff matching gifts program.

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In recent years, the foundation has also sought opportunities to put our endowment to work in Baltimore, growing our portfolio of loan guarantees and program-related investments. Goldseker's board and staff have set new goals for mission- and program-related investment and guarantee activities that roughly equal the value of the foundation's annual grant-making budget.



STATEMENTS OF FINANCIAL POSITION

December 31, 2016 (Unaudited) and 2015 (Audited)

	12/31/2016 (Unaudited)	12/31/2015 (Audited)
ASSETS		
Cash and Cash Equivalents	171,827	118,423
Investments, at Fair Value	96,548,048	96,006,742
Other Assets	103,244	58,244
Total Assets	<u>96,823,119</u>	<u>96,183,409</u>
LIABILITIES & NET ASSETS		
Deferred Federal Excise Tax	380,040	363,625
Net Assets, Unrestricted	<u>96,443,079</u>	<u>95,819,784</u>
Total Liabilities and Net Assets	<u>96,823,119</u>	<u>96,183,409</u>

The inability of external financial managers to certify year-end asset valuations in time for inclusion in this report, for reasons beyond the foundation's control, will delay presentation of audited 2016 financial statements until later in 2017. In the meantime, we have included an unaudited Statement of Financial Position for your review.

Certain investments are valued as of September 30, 2016, and do not reflect results for the fourth quarter of 2016. The values of these investments at December 31, 2016, could be lower than presented above. As soon as certified financial statements are available, they will be posted on the foundation's website, www.goldsekerfoundation.org, where statements for 2015 and prior years may currently be found.

STATEMENTS OF ACTIVITIES

December 31, 2016 (Unaudited) and 2015 (Audited)

	2016 (Unaudited)	2015 (Audited)
Revenue		
Investment Income	1,378,781	1,456,705
Net Gain (Loss) on Investments	4,445,871	(2,372,136)
Total Revenue	<u>5,824,652</u>	<u>(915,431)</u>
Expenses:		
Program Services:		
Grants	3,804,321	4,101,635
Foundation Administrative Expenses Related to Grant-Making	964,858	852,169
Total Program Services	<u>4,769,179</u>	<u>4,953,804</u>
Supporting Services:		
General and Administrative Expenses Related to Revenue Activity	340,763	412,611
Provision (Benefit) for Federal Excise Tax	91,415	(84,972)
Total Supporting Services	<u>432,178</u>	<u>327,639</u>
Total Expenses	<u>5,201,357</u>	<u>5,281,443</u>
Change in Net Assets	623,295	(6,196,874)
Net Assets - Beginning of Year	<u>95,819,784</u>	<u>102,016,658</u>
Net Assets - End of Year	<u>96,443,079</u>	<u>95,819,784</u>

The way nonprofit organizations do business is evolving, and with that change, the foundation's capacity building work continues to expand.



Board of Directors

Sheldon Goldseker
Simon Goldseker
Shelley Goldseker
Ana Goldseker
Deby Goldseker
Sharna Goldseker
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Howard M. Weiss

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Marc B. Terrill
President, The Associated:
Jewish Community
Federation of Baltimore
David Wilson
President, Morgan State University

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Simon Goldseker
Vice Chairman
Matthew D. Gallagher
President and Chief Executive
Officer
Sheila L. Purkey
Vice President, Secretary,
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Executive Assistant

Counsel

Shale D. Stiller
DLA Piper

Accountant

Jason R. Schutz
Staines, Wiley & Schutz

Auditor

W. Streett Baldwin
Ellin & Tucker, Chartered

Goldseker

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